

Appendix B
List of California Cellular Carriers

Appendix B

List of California Cellular Carriers

Total of 40 Cellular Carriers in 30 Markets (18 MSAs, 12 RSAs)

| Company Name | Years of Service | Service Area |
|---------------------------------------------|-------------------------|------------------------------------------------------------------------------------|
| Alpine CA 3 L.P. | 2 | Alpine, Amador, Calaveras, Mariposa, Tuolumne Counties (RSA #3) |
| Bakersfield Cell. Tel. Co. | 5 | Kern County (Bakersfield MSA) |
| Bay Area Cell. Tel. Co. | 7 | SF, San Jose, Oakland (SF/San Jose/ Oakland MSA) |
| Butte County Cell. License Corp. | 5 | Butte County (Chico MSA) |
| Cagal Cell. Comms. Corp. | 5 | Sonoma County (Santa Rosa MSA) |
| Cal-One Cell. L.P. | 3 | Del Norte, Humboldt, Siskiyou, & Trinity Counties (RSA #1) |
| CA 2 Cell. Corp. | 2 | Lassen, Modoc Plumas Counties (RSA #2) |
| CA RSA #3 L.P. | 3 | Alpine, Amador, Calaveras, Mariposa, Tuolumne Counties (RSA #3) |

Appendix B

List of California Cellular Carriers

| Company Name | Years of Service | Service Area |
|------------------------------------------|-------------------------|-----------------------------------------------------------------------|
| CA RSA #4 L.P. | 3 | Madera, Merced, & San Benito Counties (RSA #4) |
| CA RSA #9 Inc. | 3 | Mendocino & Lake Counties (RSA #9) |
| CA Rural Service Area #1, Inc. | 3 | Del Norte, Humboldt, Siskiyou, & Trinity Counties (RSA #1) |
| Cellular 2000 | 3 | Madera, Merced, & San Benito Counties (RSA #4) |
| Cellular Pacific | 3 | El Dorado County (RSA #11) |
| Century El Centro | 3 | Imperial County (RSA #7) |
| Contel Cell. of CA, Inc. (RSA #6) | 3 | Mono, Inyo Counties (RSA #6) |
| Contel Cell. of CA Inc. (RSA #7) | 3 | Imperial County (RSA #7) |
| Contel Cell. of CA Inc. (RSA #9) | 3 | Mendocino, Lake Counties (RSA #9) |
| Data Cell. Systems | 3 | Sierra (RSA #10) |
| Fresno Cell. Tel. Co. | 6 | Fresno (Fresno MSA), Tulare (Visalia MSA) |

Appendix B

List of California Cellular Carriers

| Company Name | Years of Service | Service Area |
|------------------------------------------|-------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Fresno MSA L.P. | 8 | Fresno (Fresno MSA), Kern County (Bakersfield MSA), Visalia (Visalia MSA), Kings (RSA #12) |
| GTE Mobilnet of CA L.P. | 9 | SF, San Jose, Oakland (SF/San Jose/Oakland MSA), Salinas (Salinas MSA), Santa Cruz (Santa Cruz MSA), Santa Rosa (Santa Rosa MSA), Napa, Solano (Vallejo MSA), San Luis Obispo (RSA #5) |
| GTE Mobilnet of Santa Barbara | 6 | Santa Barbara County (Santa Barbara MSA) |
| Kings Tel. Co. | 2 | Kings County (RSA #12) |
| LA Cell. Tel. Co. | 7 | LA, Orange, Riverside, San Bernardino Counties (LA MSA) |
| LA SMSA L.P. | 10 | LA, Orange, Riverside, San Bernardino Counties (LA MSA) |
| Mammoth Cell. Inc. | 3 | Mono, Inyo Counties (RSA #6) |
| Modoc RSA L.P. | 3 | Lassen, Modoc, Plumas Counties (RSA #2) |
| Atlantic Cell. dba Mountain Cell. | 3 | El Dorado County (RSA #11) |

Appendix B

List of California Cellular Carriers

| Company Name | Years of Service | Service Area |
|-------------------------------------------------------|-------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Napa Cell. Tel. Co. | 6 | Napa, Solano (Vallejo MSA) |
| Oxnard Cell. Tel. Co. (aka Ventura Cell. Tel. Co.) | 6 | Oxnard, Ventura (Oxnard MSA) |
| PacTel Cell. Corp. (Now AirTouch) | 8 | San Diego County (San Diego MSA) |
| Redding Cell. Partnership | 5 | Shasta County (Redding MSA), Colusa, Glenn, & Tehama Counties (RSA #8) |
| Sacramento Cell. Tel. Co. | 6 | Placer, Sacramento, Yolo Counties (Sacramento MSA), Sutter, Yuba (Yuba City MSA) |
| Sacramento Valley L.P. | 8 | Stanislaus (Modesto MSA), San Joaquin (Stockton MSA), Placer, Sacramento, Yolo Counties (Sacramento MSA), Shasta County (Redding MSA) Sutter, Yuba (Yuba City MSA), Butte County (Chico MSA), Colusa, Glenn, Tehama (RSA #8) Sierra, Nevada (RSA #10) |

Appendix B

List of California Cellular Carriers

| <i>Company Name</i> | <i>Years of Service</i> | <i>Service Area</i> |
|---------------------------------------|--------------------------------|-----------------------------------------------------------------------------|
| Salinas Cell. Tel. Co. | 5 | Monterey County (Salinas MSA) |
| Santa Barbara Cell. (Cellular One) | 6 | Santa Barbara County (Santa Barbara MSA) |
| Santa Cruz Tel. Co. | 5 | Santa Cruz County (Santa Cruz MSA) |
| SLO Cell., Inc. | 1 | San Luis Obispo (RSA #5) |
| Stockton Cell. | 6 | Stanislaus County (Modesto MSA), San Joaquin County (Stockton MSA) |
| US West Cell. of CA Inc. | 8 | San Diego County (San Diego MSA) |

Appendix C
Interlocking Ownership in California Cellular Markets

Appendix C

Interlocking Ownership in California Cellular Markets

PacTel and McCaw Are

Partners In:

**SF/San Jose/Oakland MSA
Salinas MSA
Santa Rosa MSA
Vallejo MSA**

Competitors In:

**Modesto MSA
Sacramento MSA
Stockton MSA
Redding MSA
Yuba City MSA
Colusa, Glenn, Tehama (RSA #8)
Fresno MSA
Visalia MSA
Santa Barbara MSA
Los Angeles MSA
Oxnard MSA**

PacTel and Contel Are

Partners In:

**Modesto MSA
Sacramento MSA
Stockton MSA
Redding MSA
Yuba City MSA
Chico MSA
Colusa, Glenn, Tehama (RSA #8)
Sierra, Nevada (RSA #10)
Fresno MSA
Bakersfield MSA
Visalia MSA
Kings County (RSA #12)
Los Angeles MSA
Oxnard MSA
Santa Barbara MSA
Del Norte, Humboldt, Siskiyou
& Trinity (RSA #1)**

Competitors In:

**SF/San Jose/Oakland MSA
Salinas MSA
Santa Rosa MSA
Vallejo MSA**

Appendix C

Interlocking Ownership in California Cellular Markets

PacTel and Centennial Are

Partners In:

Modesto MSA
Sacramento MSA
Stockton MSA
Redding MSA
Yuba City MSA
Chico MSA
Colusa, Glenn, Tehama (RSA #8)
Sierra Nevada (RSA #10)
Del Norte, Humboldt, Siskiyou
& Trinity (RSA #1)

Competitors In:

SF/San Jose/Oakland MSA
Salinas MSA
Santa Rosa MSA
Vallejo MSA

PacTel and US Cell. Are

Partners In:

Fresno MSA
Bakersfield MSA
Visalia MSA
Kings County (RSA #12)
Los Angeles MSA
Oxnard MSA

Competitors In:

Del Norte, Humboldt, Siskiyou,
& Trinity (RSA #1)

Contel and US Cell. Are

Partners In:

Fresno MSA
Bakersfield MSA
Visalia MSA
Kings County (RSA #12)
Los Angeles MSA
Oxnard MSA

Competitors In:

Del Norte, Humboldt, Siskiyou,
& Trinity (RSA #1)

Appendix D
Market Concentration Indices

Appendix D

Herfindahl-Hirshman Index for Wireless Services Providers

PCIA Forecasts

| | 1998 | | 2003 | |
|-----------|-------------------------|---------|-------------------------|---------|
| | Subscribers in Mill. | Percent | Subscribers in Mill. | Percent |
| Cellular | 33.07 | 69% | 52.3 | 54% |
| New PCS | 8.55 | 18% | 31.11 | 32% |
| ESMR/SMR | 5.19 | 11% | 8.95 | 9% |
| Satellite | 1.32 | 3% | 4.11 | 4% |
| Total | 48.13 | 100% | 96.47 | 100% |

CASE I: Maximum Frequency Aggregation

Assumptions:

- (1) Each 10 MHz of frequency gamers equal market share.
- (2) Incumbent cellular carriers will each manage to acquire 10 Mhz of frequency.
- (3) There are three viable PCS service providers per FCC's Modifications to PCS Band Plan.
See June 9, 1994 News Report - FCC

| Assumed market share for 10 MHz | | 1% | | 3% | |
|---------------------------------|----------------|---------|------|---------|------|
| | Add'l Freq. | Percent | HHI | Percent | HHI |
| Cellular 1 | 10 | 36% | 1284 | 30% | 888 |
| Cellular 2 | 10 | 36% | 1284 | 30% | 888 |
| PCS - A | 40 | 6% | 35 | 11% | 116 |
| PCS - B | 30 | 4% | 20 | 8% | 65 |
| PCS - C | 30 | 4% | 20 | 8% | 65 |
| ESMR | | 11% | 116 | 9% | 86 |
| Satellite | | 3% | 8 | 4% | 18 |
| Total | 120 | 100% | 2767 | 100% | 2125 |

Appendix D

Herfindahl-Hirshman Index for Wireless Services Providers

PCIA Forecasts

| | 1998 | | 2003 | |
|-----------|-------------------------|---------|-------------------------|---------|
| | Subscribers in Mill. | Percent | Subscribers in Mill. | Percent |
| Cellular | 33.07 | 69% | 52.3 | 54% |
| New PCS | 8.55 | 18% | 31.11 | 32% |
| ESMR/SMR | 5.19 | 11% | 8.95 | 9% |
| Satellite | 1.32 | 3% | 4.11 | 4% |
| Total | 48.13 | 100% | 96.47 | 100% |

CASE II: Minimum Frequency Aggregation

Assumptions:

- (1) Each 10 MHz of frequency gamers equal market share.
- (2) Incumbent cellular carriers do not acquire any additional spectrum.
- (3) There are six viable PCS service providers per FCC's Modifications to PCS Band Plan.
See June 9, 1994 News Report - FCC
- (4) There are three viable ESMR/SMRs.

| Assumed market share for 10 MHz | | 1% | HHI | 3% | HHI |
|---------------------------------|-----|---------|------|---------|------|
| Add'l Freq. | | Percent | | Percent | |
| Cellular 1 | | 34% | 1180 | 27% | 735 |
| Cellular 2 | | 34% | 1180 | 27% | 735 |
| PCS - A | 30 | 4% | 20 | 8% | 65 |
| PCS - B | 30 | 4% | 20 | 8% | 65 |
| PCS - C | 30 | 4% | 20 | 8% | 65 |
| PCS - D | 10 | 1% | 2 | 3% | 7 |
| PCS - E | 10 | 1% | 2 | 3% | 7 |
| PCS - F | 10 | 1% | 2 | 3% | 7 |
| ESMR 1 | | 4% | 13 | 3% | 10 |
| ESMR 2 | | 4% | 13 | 3% | 10 |
| ESMR 3 | | 4% | 13 | 3% | 10 |
| Satellite | | 3% | 8 | 4% | 18 |
| Total | 120 | 100% | 2473 | 100% | 1733 |

Appendix E
Market Share Data

Redacted

Redacted

Redacted

Redacted

Redacted

Appendix E

Average Reseller Market Share

| Year | LA | Bay Area | Average | Sacramento | San Diego | Average | Santa Barbara |
|-------------|-----------|-----------------|----------------|-------------------|------------------|----------------|----------------------|
| 1989 | | | | | | | |
| 1990 | | | | | | | |
| 1991 | | | | | | | |
| 1992 | | | | | | | |
| 1993 | | | | | | | |

Redacted

Appendix E

Market Shares Within Los Angeles MSA

| | Retail: | | Resellers: | | Including Wholesale Customers | |
|------|---------|--------|------------|--|-------------------------------|--------|
| | LACTC | LASMSA | | | LACTC | LASMSA |
| 1989 | | | | | | |
| 1990 | | | | | | |
| 1991 | | | | | | |
| 1992 | | | | | | |
| 1993 | | | | | | |

Market Shares Within S.F. Bay Area MSA

| | Retail: | | Resellers: | | Including Wholesale Customers | |
|------|---------|-----------------|------------|--|-------------------------------|-----------------|
| | BACTC | GTE Mobilnet LP | | | BACTC | GTE Mobilnet LP |
| 1989 | | | | | | |
| 1990 | | | | | | |
| 1991 | | | | | | |
| 1992 | | | | | | |
| 1993 | | | | | | |

Market Shares Within San Diego MSA

| | Retail: | | Resellers: | | Including Wholesale Customers | |
|------|---------|----------|------------|--|-------------------------------|----------|
| | US West | AirTouch | | | US West | AirTouch |
| 1989 | | | | | | |
| 1990 | | | | | | |
| 1991 | | | | | | |
| 1992 | | | | | | |
| 1993 | | | | | | |

Redacted

Appendix E

Market Shares Within Sacramento MSA

| | Retail: | | Resellers: | | Including Wholesale Customers | |
|------|---------|------|------------|--|----------------------------------|------|
| | SCTC | SVLP | | | SCTC | SVLP |
| 1989 | | | | | | |
| 1990 | | | | | | |
| 1991 | | | | | | |
| 1992 | | | | | | |
| 1993 | | | | | | |

Market Shares Within Fresno MSA

| | Retail: | | Resellers: | | Including Wholesale Customers | |
|------|---------|---------|------------|--|----------------------------------|---------|
| | FCTC | FMSA LP | | | FCTC | FMSA LP |
| 1989 | | | | | | |
| 1990 | | | | | | |
| 1991 | | | | | | |
| 1992 | | | | | | |
| 1993 | | | | | | |

Market Shares Within Santa Barbara MSA

| | Retail: | | Resellers: | | Including Wholesale Customers | |
|------|---------|--------|------------|--|----------------------------------|--------|
| | SBCS | GTE LP | | | SBCS | GTE LP |
| 1989 | | | | | | |
| 1990 | | | | | | |
| 1991 | | | | | | |
| 1992 | | | | | | |
| 1993 | | | | | | |

Redacted

Appendix E

Market Shares Within RSA 2

Retail:

Cal. RSA #2 Modoc RSA LP

Resellers:

**Including Wholesale
Customers**

Cal. RSA #2 Modoc RSA LP

1989
1990
1991
1992
1993

Market Shares Within RSA 7

Retail:

Century EC Contel Cell.

Resellers:

**Including Wholesale
Customers**

Century EC Contel Cell.

1989
1990
1991
1992
1993

Appendix F
After-Tax Rates of Return

Appendix F

After-Tax Rates of Return *

| Major Markets | 1989 | 1990 | 1991 | 1992 | 1993 |
|--------------------------------|---------|---------|--------|--------|---------|
| Los Angeles Cellular Tel. Co. | 71.4% | 58.5% | 52.4% | 51.6% | 47.0% |
| Los Angeles SMSA LP | 49.4% | 43.4% | 34.8% | 28.0% | 33.8% |
| Bay Area Cellular Tel. Co. | 43.7% | 48.1% | 43.5% | 31.1% | 49.5% |
| GTE Mobilnet CA LP | 22.8% | 15.8% | 16.4% | 20.0% | 18.1% |
| US WEST Cellular of Cal. ** | 5.2% | 9.0% | -4.3% | -7.4% | 2.9% |
| AirTouch - San Diego | 33.0% | 32.9% | 23.9% | 21.4% | 30.4% |
| Average Return | 37.6% | 34.6% | 27.8% | 24.1% | 30.3% |
| Medium-size markets | | | | | |
| Sacramento Cellular Tel. Co. | -2.9% | 21.4% | 22.1% | 22.2% | 17.4% |
| Sacramento Valley LP | 17.6% | 10.1% | 2.8% | 0.8% | 6.4% |
| Fresno Cellular Tel. Co. | -19.6% | 11.9% | 24.0% | 31.3% | 25.7% |
| Fresno MSA Ltd. Partnership | missing | 8.0% | 7.6% | 11.2% | 10.7% |
| Santa Barbara Cell. Sys., Ltd. | -39.4% | -10.4% | -9.7% | 5.0% | 10.5% |
| GTE Mobilnet Santa Barb. LP | 2.6% | 2.0% | 8.5% | 6.7% | 7.5% |
| Average Return | -8.4% | 7.2% | 9.2% | 12.8% | 13.0% |
| Rural Markets | | | | | |
| Cal. RSA #2, Inc. | missing | missing | -49.0% | -55.0% | missing |
| Modoc RSA LP | missing | -15.0% | -24.4% | -19.2% | -6.2% |
| Century El Centro Cellular | NA | NA | NA | NA | NA |
| Contel Cellular Inc. (RSA 7) | missing | -32.2% | -19.5% | 6.0% | 35.4% |
| Average Return | NA | -23.6% | -31.0% | -22.8% | 14.6% |

* Ratemaking rates of return in California are generally based on a ratebase that excludes plant held for future use and construction work in progress, and would therefore result in higher reported ratemaking rates of return than those shown above.

** U.S. West's losses in 1991 and 1992 can be attributed to extraordinarily high administrative and general expenses. In these two years, the company reported \$15.3 and \$15.4 million, respectively, in A&G expenses, an unexplained threefold increase from its \$5.1 million in A&G expenses in 1989.

Appendix G
Trends in Cellular Subscriber Units and Revenues

Redacted

Appendix G

Trends in Cellular Subscriber Units and Revenues

| | 1989 | 1990 | 1991 | 1992 | 1993 |
|--------------------------------------|---------------|---------------|---------------|---------------|---------------|
| Los Angeles Cellular Tel. Co. | | | | | |
| Total Subscriber Units | | | | | |
| Subscriber Growth Rate | | | | | |
| Sales Revenue | \$182,673,760 | \$273,798,202 | \$342,479,354 | \$407,312,447 | \$448,836,017 |
| Revenue Growth Rate | -- | 50% | 25% | 19% | 10% |
| Rate of Return | 71.4% | 58.5% | 52.4% | 51.6% | 47.0% |
| Los Angeles SMSA LP | | | | | |
| Total Subscriber Units | | | | | |
| Subscriber Growth Rate | | | | | |
| Sales Revenue | \$202,989,824 | \$260,636,104 | \$298,828,247 | \$347,817,121 | \$433,820,079 |
| Revenue Growth Rate | -- | 28% | 15% | 16% | 25% |
| Rate of Return | 49.4% | 43.4% | 34.8% | 28.0% | 33.8% |
| Bay Area Cellular Tel. Co. | | | | | |
| Total Subscriber Units | | | | | |
| Subscriber Growth Rate | | | | | |
| Sales Revenue | \$72,342,000 | \$98,907,000 | \$122,831,000 | \$152,582,000 | \$188,627,000 |
| Revenue Growth Rate | -- | 37% | 24% | 24% | 24% |
| Rate of Return | 43.7% | 48.1% | 43.5% | 31.1% | 49.5% |
| GTE Moblilnet of Calif. LP | | | | | |
| Total Subscriber Units | | | | | |
| Subscriber Growth Rate | | | | | |
| Sales Revenue | \$63,032,788 | \$100,291,776 | \$121,589,250 | \$130,969,324 | \$150,838,376 |
| Revenue Growth Rate | -- | 59% | 21% | 8% | 15% |
| Rate of Return | 22.8% | 15.8% | 16.4% | 20.0% | 18.1% |